

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE MERCK & CO., INC., SECURITIES, DERIVATIVE &
"ERISA" LITIGATION

MDL No. 1658 (SRC)

THIS DOCUMENT RELATES TO:
THE AFA LIVFÖRSÄKRINGSAKTIEBOLAG ACTION
CIVIL ACTION NO. 07-4024 (SRC)

Case No. 2:05-CV-2367-SRC-CLW

STIPULATION AND [PROPOSED] ORDER

WHEREAS, on March 15, 2013, Plaintiffs in *AFA Livforsakringsaktiebolag v. Merck & Co., Inc.*, No. 07-cv-4024-SRC-CLW (the "AFA Action") filed a Motion for Leave To Amend their Complaint to (1) change all references to "Danske Invest Administration A/S" to refer instead to "Danske Invest Management A/S;" and (2) replace Swedbank Robur AB with its wholly owned subsidiary, Swedbank Robur Fonder AB, as the real party in interest (*see* ECF No. 488);

WHEREAS the parties to the AFA Action do not wish to re-brief arguments and issues already decided by this Court, but wish nonetheless to preserve any such arguments and issues for appeal with respect to Danske Invest Management A/S and Swedbank Robur Fonder AB to the same extent as the other named plaintiffs;

IT IS HEREBY STIPULATED AND AGREED by and between the parties, through their undersigned counsel, AND SO ORDERED, that:

1. Defendants will not oppose the AFA Plaintiffs' Motion for Leave To Amend their Complaint (ECF No. 488);
2. The AFA Plaintiffs' Motion for Leave To Amend their Complaint (ECF No. 488) is granted;

3. Within five (5) days of the Court's entry of this Order, the AFA Plaintiffs shall file and serve their Second Amended Complaint in the form annexed as Exhibit A to the AFA Plaintiffs' Motion for Leave to Amend;

4. The parties to the AFA Action, including Danske Invest Management A/S and Swedbank Robur Fonder AB, are and remain bound to the Court's orders dated January 23, 2012, and August 14, 2012, such that any claims dismissed in the August 8 Opinion in the Consolidated Securities Class Action or the August 1 Opinion in the ABP Action shall be deemed dismissed to the same extent from the Second Amended Complaint in the AFA Action;

5. The parties to the AFA Action hereby stipulate and agree that any arguments raised by Defendants and/or Plaintiffs in *KBC Asset Mgmt. NV v. Merck & Co., Inc.*, No. 11-cv-6259-SRC-CLW (the "KBC Action") in connection with any briefing on Defendants' motion to dismiss the Complaint in the KBC Action shall not be re-briefed in the AFA Action, but shall be preserved for appeal as if such arguments had been raised with respect to Danske Invest Management A/S and Swedbank Robur Fonder AB in the AFA Action.

DATED: May 6, 2013

**KESSLER TOPAZ MELTZER
& CHECK LLP**

By Michelle M. Newcomer

David Kessler
Stuart L. Berman
Johnston de F. Whitman, Jr.
Michelle M. Newcomer
280 King of Prussia Road
Radnor, PA 19087
(610) 667-7706

Jay W. Eisenhofer
Geoffrey C. Jarvis
Deborah Elman
Caitlin Moyna
485 Lexington Avenue, 29th Floor
New York, NY 10017
(646) 722-8500

SAIBER LLC

Jeffrey W. Lorell
Marc E. Wolin
18 Columbia Turnpike, Suite 200
Florham Park, NJ 07932
(973) 622-3333

*Counsel for Plaintiffs AFA
Livförsäkringsaktiebolag, AFA
Trygghetsförsäkringsaktiebolag, AFA
Sjukförsäkringsaktiebolag on its own behalf and
on behalf of Kollektivavtalsstiftelsen
Trygghetsfonden TSL, Alecta
pensionsförsäkring ömsesidigt, Fjärde AP-Fonden,
Sjunde AP-Fonden, Danske Invest
Administration A/S, Swedbank Robur AB, AMF
Pension Fondförvaltning ab,
Arbetsmarknadsförsäkringar
Pensionsförsäkringsaktiebolag, and
Skandinaviska Enskilda Banken AB on its own
behalf and on behalf of SEB Investment
Management AB, SEB Asset Management S.A.,
and Gamla Livförsäkringsaktiebolaget SEB Trygg
Liv*

DATED: May 6, 2013

CRAVATH, SWAINE & MOORE LLP

By: Karin A. DeMasi /np
Robert H. Baron
Karin A. DeMasi
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475
(212) 474-1000

HUGHES HUBBARD & REED LLP

William R. Stein
Eric Parnes
1775 I Street, N.W.
Washington, DC 20006-2401
(202) 721-4600

*Counsel for Defendants Merck & Co., Inc. and
Alise S. Reicin*

DATED: May 6, 2013

SCHULTE ROTH & ZABEL LLP

By: William H. Gussman *(RCS)*

Martin L. Perschetz
Sung-Hee Suh
William H. Gussman, Jr.
919 Third Avenue
New York, NY 10022
(212) 756-2000

LOWENSTEIN SANDLER PC

Lawrence M. Rolnick
Sheila A. Sadighi
65 Livingston Avenue
Roseland, NJ 07068
(973) 597-2500

Counsel for Defendant Edward M. Scolnick

SO ORDERED: _____, 2013

Hon. Cathy L. Waldor
United States Magistrate Judge